

CONSENT FOR ACCESS TO PROPERTY

Property Owner: IIT Clifton DC LLC

Address of Property: 125 Delawanna Avenue, Clifton, New Jersey having the legal description of Block 73-3, Lots 2.01, 102, and 104

Date: _____, 2014 (the "Effective Date")

IIT Clifton DC LLC, a Delaware limited liability company ("IIT") is the owner of the Property described above. IIT understands that the United States Environmental Protection Agency ("EPA") is conducting an investigation of the nature and extent of contamination in the Lower Passaic River Study Area of the Diamond Alkali Superfund Site, pursuant to its responsibilities under the Superfund law, also known as the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9601-9675.

Provided that those entering the Property have first complied with the insurance certificate requirement listed below and conduct themselves at all times that they are on the Property as described below, IIT hereby consents to allow officers, employees and authorized contractors of EPA to enter and have access to the portion of its Property ~~marked~~ with the cross hatching on Exhibit A (the "Access Parcel") to perform the following activities:

- access across the Access Parcel to the containment cell that is owned and operated by, and located on the adjacent property of, Givaudan Roure Corporation (the "Cell"); and
- conducting measures necessary to restrict access to work areas in the portion of the parking lot immediately adjacent to the gate to the Cell in connection with the EPA's testing of the Cell.

IIT understands that EPA and its contractors will minimize any disturbance and disruption of the use of the Property by IIT and its tenants to the maximum extent practicable; maintain open access to all roadways in and out of the Property at all times; ~~seal~~ all sampling containers or investigation derived waste containers on the Cell before transporting them ~~to across~~ the Access Property; restore any areas disturbed by EPA or its contractors ~~to their prior~~ condition to the maximum extent practicable at the completion of the work; and remove ~~all~~ samples and investigation-derived waste ~~from the Property each day.~~

IIT understands that EPA shall ~~cause~~ its contractors to maintain comprehensive vehicle liability insurance ~~and~~ comprehensive general liability insurance, ~~including Contractor's Pollution Liability coverage and environmental coverage for loss or damage arising from the activities of its contractors,~~ and worker's compensation coverage and to provide IIT with a Certificate of Insurance prior to entering the Access Property naming IIT as an additional insured, with limits as least as high as those on the sample Certificate of Insurance attached ~~as~~ Exhibit B.

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IIT understands and agrees that the above-mentioned authorized representatives may enter upon the Access Property at reasonable times during normal weekday business hours as scheduled through IIT's designated authorized agent, representative or contractor, to the extent practicable, at least (5) five business days prior to any such entry. This pre-notification requirement excludes emergencies.

This Consent for Access to Property provided by IIT shall terminate and be of no further effect ten (10) years after the Effective Date.

By my signature, I, on behalf of IIT, acknowledge that I am fully authorized to grant such access.

IIT CLIFTON DC LLC, a Delaware limited liability company
By: IIT Real Estate Holdco LLC, a Delaware limited liability company, its sole member
By: Industrial Income Operating Partnership LP, a Delaware limited partnership, its sole member
By: Industrial Income Trust Inc., a Maryland corporation, its general partner

By: _____
Name: _____ Date _____
Title: _____

Exhibit A

[depiction of limited access route over the Property]

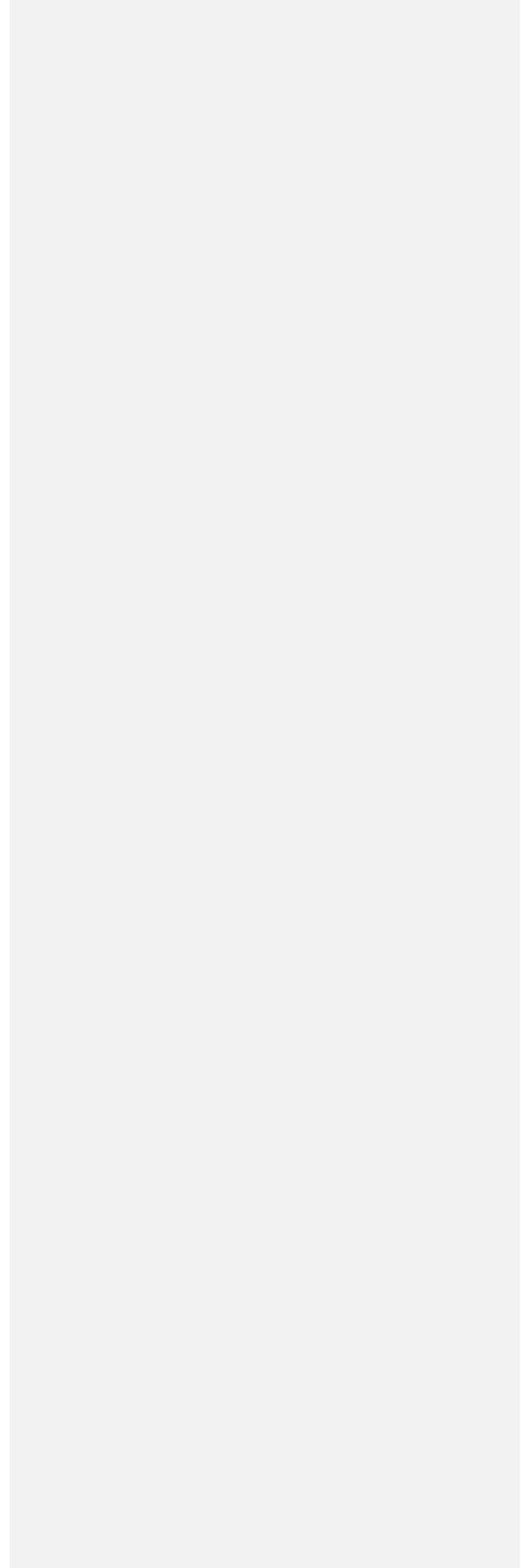


Exhibit B

Sample Insurance Coverage Certificate

